

EXHIBIT "2" TO DECLARATION OF MARGIE MEDALLE

EMPLOYMENT CONTRACT (SIGNED JANUARY 30, 2001)
AMMENDMENT A

On May 7, 2002, the Genesys SA Board of Directors authorized the amendment of Margie Medalle's employment contract, subject to the following conditions:

"An indemnity of **\$837,753.64 USD** would be paid to Margie Medalle if there is a change of control of Genesys SA (defined as set forth below) AND if the following conditions are fulfilled:

- the Company terminates her employment contract, except for professional, gross, negligent or willful misconduct or serious misconduct in connection with the performance of her duties, during a twelve month period following the change of control;

OR

- Margie Medalle resigns:

- the first day of the seventh month following the change of control, provided that during a six month period, good faith negotiations between the company and the manager had been entered into;

OR

- during the six months following the change of control, following an important change in her position or her responsibility in the company.

A change of control will be deemed to exist whenever a shareholder, or a group of shareholders acting in concert, happens to hold a participating interest in Genesys SA providing it with the control of Genesys SA as defined in Article L.233-3 of the French Commercial Code or representing twenty-five (25%) or more of Genesys SA's capital or voting rights.

These provision will not apply in the case where the company employing the executive is no longer part of the Group Genesys."

This Amendment shall be governed by and construe in accordance with the laws of the State of Hawaii.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year as authorized by the Genesys SA Board of Directors.

Genesys Conferencing, Inc.

By: François Legros
Name: Francois Legros Date

Title: Chairman of the Board

Margie Medalle Sept. 5, 2002
Margie Medalle Date